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1 IN THE SUPERIOR COURT FOR
2 NEW CASTLE COUNTY, DELAWARE

3 * * *

4 AEROGLOBAL CAPITAL MANAGEMENT, LLC, : C.A. NO.
5 a Delaware Limited Liability Company: :
6 vs. :
7 CIRRUS INDUSTRIES, INC., a Delaware :
8 Corporation, CIRRUS HOLDING COMPANY :
9 LIMITED, a Cayman Islands :
10 Corporation, CRESCENT CAPITAL :
INVESTMENTS, INC., a Delaware :
Corporation, SIMA GRIFFITH, :
MARWAN ATALLA, WILLIAM J. MIDON : 01-C-08-089
and WILLIAM C. WOOD : (CHT)

11 * * *

12 FEBRUARY 21, 2002

13 * * *

14 Oral deposition of KEITH FITZGERALD,
15 taken pursuant to notice, was held at the law
16 offices of SPECTOR GADON & ROSEN, P.C., 1635 Market
17 Street, 7th Floor, Philadelphia, Pennsylvania 19103,
18 beginning at 11:00 a.m., before McKinley Wise, a
19 Registered Professional Reporter and an approved
20 Reporter of the United States District Court.

21 * * *

22 ESQUIRE DEPOSITION SERVICES
23 1880 John F. Kennedy Boulevard
15th Floor
Philadelphia, Pennsylvania 19103
24 (215) 988-9191

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1 - ROUGH DRAFT ONLY -

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3 Witness' name

4 the deponent herein, having first been
5 duly sworn on oath, was examined and
6 testified as follows:

7 EXAMINATION

8 BY MR. SENN:

9 Q Good morning, Mr. Fitzgerald.

10 A Good morning.

11 Q My name is Larry Senn and along with
12 Mr. Sexton here, I represent the plaintiff in this
13 action, Crescent Capital.

14 Have you given a deposition before, sir?

15 A No.

16 Q Have you testified in any proceeding in any
17 trial or other fashion?

18 A No.

19 Q Would you state your full name?

20 A Keith Cameron Fitzgerald.

21 Q Where do you reside, Mr. Fitzgerald?

22 A St. Paul, Minnesota.

23 Q What's your residence address?

24 A 829 and a half Lincoln Avenue, St. Paul,

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1 A CIRRUS. Prior to Cirrus, Carribean Island
2 air in San Juan, Puerto Rico. Prior to them, Moravan
3 in Otrokovice in the Czech Republic, and let in -- also
4 in Otrokovice. You want the spelling?

5 Q Yeah, please.

6 A OTROKOVICE.

7 Q And this was also in Czechoslovakia?

8 A Yes, Czech Republic.

9 Q Czech Republic, okay. Any other clients?

10 A No.

11 Q Do you operate under your own name or does
12 your business have a name?

13 A Business name is boundary waters holdings,
14 Inc.

15 Q And when did you establish boundary waters
16 holding, Inc.?

17 A About two years ago, I think.

18 Q Be in 1999?

19 A I think so.

20 Q That's a corporation?

21 A Yes.

22 Q In what state is it incorporated?

23 A Georgia.

24 Q Who are the shareholders?

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1 Q. Have you invested any funds to be a
2 partner in AeroGlobal?

3 A. No.

4 Q. You say according to all the
5 documents, you are a partner. Is there some
6 disconnect between what the documents say and I
7 guess what you believe is to be true?

8 A. No. I think I believe myself to be
9 a partner in it.

10 Q. What do you understand the business
11 of AeroGlobal to be today?

12 A. Well, I think the business is this
13 lawsuit.

14 Q. What do you think about this
15 lawsuit?

16 MR. RUSSELL: Object to the form.

17 Don't provide any privileged
18 information in giving an answer about
19 anything counsel has told you or that you
20 have told counsel.

21 MR. CARTER: No. I object to that.

22 If you have told counsel facts, you
23 can tell me those facts. If you have told
24 counsel confidential information in

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1 in the other direction of where I was trying to go, so
2 I wasn't terribly excited about that but I did it for
3 Arthur.

4 Q And so you met with Mr. Millard in Florida?

5 A Yes.

6 Q At his home in Palm Beach?

7 A No, at the airport.

8 Q The airport? West Palm Beach airport?

9 A No, Lantana airport. I think, whatever one
10 is just one south of international.

11 Q Okay. Did you meet in the waiting room area
12 or did you have a conference room or --

13 A No, no, we -- it's a little airport, just
14 outside.

15 Q What was the substance of your conversation
16 with Mr. Millard?

17 MR. WAGNER: Objection to the form.

18 BY MR. SENN:

19 Q Do you recall exactly what you said to him
20 and what he said to you?

21 A No.

22 Q Could you tell me the substance of the
23 conversation?

24 A Yes. He said I was inappropriately

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1 stock purchase agreement, what involvement, if any, did
2 you have with Mr. Millard, Moe and Isham in preparing
3 an additional proposal with them?

4 A. I was present for a meeting with Mr. Isham,
5 Mr. Moe, Mr. Millard, al an and Dale Klapmeir and Jeff
6 Hesson after they signed the purchase agreement.

7 Q. Just to save a little time, is it correct,
8 sir, that this was on June 7th and you went to the
9 airport light at night to pick them up and brought them
10 back to Mr. Millard's home in Newport, Rhode Island?

11 A. Yes.

12 MS. GIBBS: Just going to object to the
13 form of that question

14 BY MR. SENN:

15 Q. I understand that there was no business
16 talked that evening, but got up the next morning and
17 had a meeting throughout the day.

18 A.

19 Q. All right. Tell me in general what the
20 discussions were on the -- on June 8th among the
21 individuals you just identified.

22 A. Well, Alan and --

23 MS. GIBBS: Objection to the form. You
24 identified the individuals, not he, but -- I believe in

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1 (Pause.)

2 A. I don't remember whether I have seen
3 this or not. It's quite likely this was faxed to
4 me, but I don't have a recollection of reading it.
5 I moved while a lot of this was going on. I was
6 in the process of a move from Minnesota to New
7 Hampshire.

8 Q. When did you move from Minnesota to
9 New Hampshire?

10 A. Well, I left Minnesota in June and I
11 didn't move into New Hampshire until October. So
12 I was without a fax for that period.

13 Q. During the period of time between
14 June and October, Mr. Fitzgerald, where were you
15 living?

16 A. I was living in my house that I own
17 with my three siblings in Connecticut, and
18 friends, different places, waiting for my closing.

19 Q. Slow-moving truck?

20 A. I don't even want to talk about the
21 move.

22 Q. There is reference in the paragraph
23 that is identified as A to a closing date no
24 earlier than October 1, 2001.

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